FORM D MANUAL FEEE TO NED JUN 1 4 2005 UNI 209 SCOTT

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR FORM LIMITED OFFERING EXEMPT



Prefix		Serial
DA	TE RECEIV	ED

UNIFORM LIMITED OFFERING EXEMI	PTION DATE RECEIVED
Name of Offering () check if this is an amendment and name has changed, and indicate changed.	nge.)
Offering of Convertible Notes	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 50	O6 Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Galaxy Energy Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1331 – 17th Street, Suite 1050, Denver, CO 80202	(303)293-2300
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(If different from Executive Offices)	
Brief Description of Business	PROCESSED
Galaxy Energy Corporation is engaged in oil and gas exploration.	2 IN 1 7 2005
3.6	
	THOMSON
Type of Business Organization	FINANCIAI
	her (please specify):
business trust limited partnership, to be formed	
Month Year	
Actual or Estimated Date of Incorporation or Organization: 1 2 9 9	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)	
Civitor Canada, Fivitor outer foreign jurisdiction)	C O

GENERAL INSTRUCTIONS

Federal.

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: \boxtimes Promoter Beneficial Owner **Executive Officer** Director General and/or Managing Partner Full Name (Last name first, if individual) Bruner, Marc A. Business or Residence Address (Number and Street, City, State, Zip Code) 29 Blauenweg, Metzerlen, Switzerland 4116 Executive Officer ☐ Beneficial Owner \boxtimes Director Check Box(es) that Apply: General and/or Managing Partner President Full Name (Last name first, if individual) Bruner, Marc E. Business or Residence Address (Number and Street, City, State, Zip Code) 1001 Brickell Bay Drive #2202, Miami, Florida 33131 ☐ Beneficial Owner **Executive Officer** Director Check Box(es) that Apply: Promoter General and/or Managing Partner Secretary Full Name (Last name first, if individual) Baratz, Gerri Business or Residence Address (Number and Street, City, State, Zip Code) 1001 Brickell Bay Drive #2202, Miami, Florida 33131 ☐ Promoter ☐ Beneficial Owner **Executive Officer** □ Director Check Box(es) that Apply: General and/or Managing Partner Chief Financial Officer and Treasurer Full Name (Last name first, if individual) Lotito, Carmen Business or Residence Address (Number and Street, City, State, Zip Code) 9 Exchange Place, Suite 1113, Salt Lake City, Utah 84111 Check Box(es) that Apply: ☐ Beneficial Owner **Executive Officer** Director General and/or П Promoter 冈 Managing Partner Full Name (Last name first, if individual) Edwards, James Business or Residence Address (Number and Street, City, State, Zip Code) 20 Crescent Drive, Malakoff, Texas 75148 Beneficial Owner **Executive Officer** Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Collins, Nathan C. Business or Residence Address (Number and Street, City, State, Zip Code) 5745 N. 23rd Place, Phoenix, Arizona 85016 Check Box(es) that Apply: ☐ Beneficial Owner **Executive Officer** Director Promoter General and/or 11 Managing Partner Chief Operating Officer Full Name (Last name first, if individual) Gritz, Cecil D. Business or Residence Address (Number and Street, City, State, Zip Code) 1331 - 17th Street, Suite 1050, Denver, Colorado 80202 (Use blank sheet, or copy and use additional copies of this sheet, as necessary) 2 of 8

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

Each promoter of the issuer, if the issuer has been organized within the past five years;

2. Enter the information requested for the following:	L !					
•	-	-	10% or me	re of a class of	f aquity cac	purities of the issuer
		_				urities of the issuer,
 Each general and managing partner of partnership issuers. 	orporate g	Sourcean and managing	p u . in ore o	i parmeromp is	sucio, and	
Check Box(es) that Apply: Promoter Beneficial Owner	r 🔲	Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last name first, if individual)						
Fetters, Robert Thomas						
	ode)					
67 N Skyflower Court, The Woodlands, TX 77381		Evacutive Officer	M	Director		General and/or
Check Box(es) that Apply Florible: Beneficial Owner		Executive Officer		Director		Managing Partner
Full Name (Last name first, if individual)						
Rollins, Thomas W.						
Business or Residence Address (Number and Street, City, State, Zip Co	ode)					
8201 Preston Road, #600, Dallas, Texas 75225	. 🗖	Evecutive Officer		Director		General and/or
Check Box(es) that Apply Florible: Beneficial Owner	· 🔼		_		_	Managing Partner
Full Name (Last name first, if individual)		Vice President-Admi	nistration	and Controller		
Kurtenbach, Richard E.						
Business or Residence Address (Number and Street, City, State, Zip Co	ode)					
1331 - 17th Street, Suite 1050, Denver, Colorado 80202						
Check Box(es) that Apply: Promoter Beneficial Owner	r 📙	Executive Officer	Ų	Director		Managing Partner
Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Co	ode)					
Check Doy(se) that Apply Despects Despective Despective Course		Evanutive Officer		Director		Cananal and/an
Check Box(es) that Apply:		Executive Officer		Director	U	Managing Partner
Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Co	ode)					
Check Poy(es) that Apply: Promotor Peroficial Owner	<u> </u>	Evecutive Officer	П	Director		Conoral and/or
check box(es) that Apply Fromoter Beneficial Owner	, U	Executive Officer		Director	L	Managing Partner
Full Name (Last name first, if individual)			 			
Business or Residence Address (Number and Street, City, State, Zip Co	ode)					
Check Roy(es) that Anniv. Promoter Reneficial Owner	- 🗀	Executive Officer	П	Director		General and/or
Check Box(es) that Apply. — Promoter — Beneficial Owner	. Ц	DACOUNT OTHER	ب	Birector		Managing Partner
Full Name (Last name first, if individual)						
Business or Besidence Address (Number and Street City, State 7in Co	nde)					1
Check Box(es) that Apply						
(Use blank sheet or convand u	ise additi	onal copies of this she	et, as nece	ssarv)		
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A. BASIC IDENTIFICATION DATA

	• •																					Yes	No
1.	Has th	e issue	r sold	l, or do	es the	issuer	inten	d to sel	l, to n	on-acci	redited	l invest	ors in this o	fferi	ng?		•••••						\boxtimes
	Answer also in Appendix, Column 2, if filing under ULOE																						
2.	What	is the m	ninim	um inv	estme	ent that	will t	e acce	pted f	rom an	y indi	vidual?					••••••	•••••			Ť —		
3.	Does t	he offe	ring p	oermit .	joint (owners	hip of	a sing	le uni	t?		•••••							•••••			y es ⊠	N _o
4.	simila an ass broker the inf	Answer also in Appendix, Column 2, if filing under ULOE is the minimum investment that will be accepted from any individual?																					
Full Nan	ne (Las	t name	first,	if indi	vidua	.1)																	
Business	or Re	sidence	Addı	ress (N	umbe	r and S	treet,	City, S	state, 2	Zip Coo	de)												
601 Cali	fornia	Street,	Suite	1150,	San F	rancisc	o, Ca	lifornia	9410	8													
				or De	aler																		
		•						·															
																					П	All	
[AL]			_		_	ŕ	_		_		_			_		_		_				Stat	es [ID]
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[RI]		[SC]		[SD]		[TN]		[TX]		[UT]		[VT]	□ [VA]		[WA]		[WV]		[WI]		[WY]		[PR]
Full Nar	ne (Las	st name	first,	if indi	vidua	ıl)																	
Business	or Re	sidence	Add	ress (N	lumbe	er and S	treet,	City, S	State, 2	Zip Coo	de)												
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INATHE OF	A3300	iaicu D	IOKEI	OI DE	aici																		
States in	Which	n Person	n List	ed Has	Solid	cited or	Inten	ds to S	olicit	Purcha	sers		•										
(Check '	'All Sta	ates" or	chec	k indiv	/idual	States))				•••••								••••				es
[AL]		[AK]		[AZ]		[AR]		[CA]		[CO]		[CT]	DE]		[DC]		[FL]		[GA]		[HI]	_	[ID]
[IL]		[IN]		[IA]		[KS]		[KY]		[LA]		[ME]	☐ [MD]		[MA]		[MI]		[MN]		[MS]		[MO]
[MT]		[NE]		[NV]		[NH]						·	[NC]		[ND]		[ОН]		[OK]		[OR]		[PA]
[RI]								[TX]		[UT]		[VT]	[VA]		[WA]		[WV]		[WI]		[WY]		[PR]
Full Nan	ne (Las	st name	first,	if indi	vidua	1)						1		,									_
Business	or Re	sidence	Addı	ress (N	umbe	r and S	treet,	City, S	State, 2	Zip Coo	le)												
																							
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☐ [RI]					_		_		_		_		_			_				_	-	_	[PR]

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ 10,000,000	\$ 10,000,000
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ 10,000,000	\$ 10,000,000
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
Effect of frameworks from of 2010.	Number Investors	Dollar Amount of Purchases
Accredited Investors	4	\$ 10,000,000
Non-Accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	·	\$
Regulation A		 \$
Rule 504		\$
Total		\$
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[□ \$
Printing and Engraving Costs	[□ \$
Legal Fees		\$ 260,000
Accounting Fees	[\$
Engineering Fees	[\$
Sales Commissions (specify finders' fees separately)	[\$ 300,000
Other Expenses (identify) due diligence fee, escrow fee, filing fees and travel costs		⊠ \$
Total		▼ \$ 560,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES ANI	D USE	OF P	ROCEEDS	3	M		
• ,	Question 1 and total expenses furnished in response	e offering price given in response to Part C - onse to Part C - Question 4.a. This difference is the						\$	9,440,000
5 .	for each of the purposes shown. If the amount	proceeds to the issuer used or proposed to be used for any purpose is not known, furnish an estimate. The total of the payments listed must equal the response to Part C - Question 4.b above.							
	,			Ofi Direc	nent to ficers, ctors, & filiates				ments to Others
	Salaries and fees			\$_				\$	
	Purchase of real estate			\$_				\$	
	Purchase, rental or leasing and installation of ma	achinery and equipment		\$				\$	
	Construction or leasing of plant buildings and fa	cilities		\$_				\$	
	Acquisition of other businesses (including the variate may be used in exchange for the assets or security	alue of securities involved in this offering that ties of another issuer pursuant to a merger)		\$ _				\$	•
	Repayment of indebtedness			\$_				\$	
	Working capital			\$_				\$	
	Other (specify):			_\$				\$	
	Drilling, completing, and connecting gas wells						\boxtimes	\$	9,440,000
,	General and administrative			\$·				\$	
	Column Totals			\$_			\boxtimes	\$	9,440,000
	Total Payments Listed (column totals added)					\$ _9	9,440,0	00	
		D. FEDERAL SIGNATURE		7		Facility		Z -	
on	e issuer has duly caused this notice to be signed by	the undersigned duly authorized person. If this not the U.S. Securities and Exchange Commission, upor	ice is f	iled ur	nder Rule 50)5, the	e follov	ving	signature
ssı	uer (Print or Type)	Signature/	Da	ite					
Gal	axy Energy Corporation	James of John		6	10 05	<u> </u>			
J aı	me of Signer (Print or Type)	Title of Signer (Print or Type)							
Car	men Lotito	Chief Financial Officer							

ATTENTION

73		E. STATE SIGNATURE	kereal residence	5 ax
1.	Is any party described in 17 CFR 230.262 presently subjection	ect to any of the disqualification provisions of such rule?	Yes	No ₩
	See Appendix	x, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to an (17 CFR 239.500) at such times as required by state law.	ly state administrator of any state in which this notice is filed, a notice on	Form D	
3.	The undersigned issuer hereby undertakes to furnish to the offerees.	e state administrators, upon written request, information furnished by the	issuer to	
4.		ar with the conditions that must be satisfied to be entitled to the Uniform tice is filed and understands that the issuer claiming the availability of the been satisfied.		
	issuer has read this notification and knows the contents to orized person.	be true and has duly caused this notice to be signed on its behalf by the t	undersigned du	ıly
Issu	er (Print or Type)	Signature D	Date	
Gal	axy Energy Corporation	James of Follo	6/10/0	15
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)		

Chief Financial Officer

Instruction

Carmen Lotito

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	Anna or The State	V mengan	areas Marie 1972	APP	ENDIX	12 Paul Discussion		HI TO CONSTITUTE				
1	Intend To non-a investors	to sell accredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)							
State	Yes	No	\$10,000,000 of Convertible Notes	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
AL									_			
AK												
AZ									_			
AR												
CA								ļ				
СО									_			
СТ												
DE												
DC												
FL												
GA	<i>,</i>											
НІ							<u>. </u>					
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ME												
MD			-									
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APPENDI

1]	2	3			5			
	To non-a	l to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
			\$10,000,000 of Convertible	Number of Accredited		Number of Non-Accredited			
State	Yes	No	Notes	Investors	Amount	Investors	Amount_	Yes	No
MT							·		
NE									
NV									
NH									
NJ				*****					
NM							· · · · · · · · · · · · · · · · · · ·		
NY		х	\$10,000,000	4	\$10,000,000				х
NC_									
ND									
ОН									
ок									
OR									
PA									
RI									
SC							·		
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
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PR									